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FAIRCHILD SEMICONDUCTOR CORPORATION

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Attorneys for Plaintiffs, Counterdefendants and Defendants
ALPHA & OMEGA SEMICONDUCTOR, LTD., and
ALPHA & OMEGA SEMICONDUCTOR, INC.

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

ALPHA & OMEGA SEMICONDUCTOR,
INC., a California corporation; and
ALPHA & OMEGA SEMICONDUCTOR,
LTD., a Bermuda corporation,
Plaintiffs and Counterdefendants,

v.

FAIRCHILD SEMICONDUCTOR
CORP., a Delaware corporation,
Defendant and Counterclaimant.

AND RELATED COUNTERCLAIMS.

Case No. C 07-2638 JSW (EDL)
(Consolidated with Case No. C 07-2664 JSW)

**[PROPOSED] STIPULATED FURTHER
PROTECTIVE ORDER**

1 WHEREAS Fairchild Semiconductor Corp. ("Fairchild") is engaged in a patent infringement
2 lawsuit in this court against Alpha & Omega Semiconductor, Inc., and Alpha & Omega
3 Semiconductor, Ltd. (collectively "AOS") in which Fairchild asserts that AOS is infringing six
4 patents, namely United States Patents No. 6,429,481, No. 6,710,406, No. 6,521,497, No. 6,828,195,
5 No. 7,148,111 and No. 6,818,947 (the "Fairchild Patents"), and in which AOS asserts that Fairchild is
6 infringing three patents, namely United States Patents No. 5,767,567, No. 5,907,776, and No.
7 5,930,630 (the "AOS Patents");

8 WHEREAS, Dr. Hamza Yilmaz ("Dr. Yilmaz") was employed by Fairchild from on or about
9 July 19, 2004, until on or about February 27, 2007, initially in the capacity of Vice President of
10 Product & Technology Development and, after February 5, 2006, as Senior Vice President of Product
11 & Technology Development;

12 WHEREAS, Dr. Yilmaz participated on behalf of Fairchild in pre-litigation negotiations with
13 AOS during which the parties exchanged positions, including on the validity and infringement of the
14 Fairchild Patents and the AOS Patents;

15 WHEREAS, Fairchild represents that during his employment as a Vice President and Senior
16 Vice President with Fairchild, Dr. Yilmaz was privy to confidential communications protected by the
17 attorney-client privilege belonging to Fairchild and to confidential attorney work product material
18 pertaining to this action and to the dispute between Fairchild and AOS, including confidential
19 communications and analysis pertaining to a) the infringement and validity of certain of the Fairchild
20 Patents and AOS Patents, b) Fairchild's negotiation and litigation strategies, and c) other legal advice
21 regarding Fairchild's dispute with AOS ("Fairchild's Confidential Attorney Information");

22 WHEREAS, Fairchild represents that Dr. Yilmaz directly and indirectly participated in
23 confidential attorney-client communications relating to Fairchild's Confidential Attorney Information,
24 including communications with Fairchild's outside counsel (including with Townsend and Townsend
25 and Crew -- Fairchild's counsel of record in this action), and with Fairchild's in-house counsel,
26 including Fairchild's general counsel and associate general counsel;

27 WHEREAS, Plaintiff and Counterdefendant Alpha & Omega Semiconductor, Inc. hired Dr.
28

1 Yilmaz on or about January 9, 2008, in the capacity of Executive Vice President of Business
2 Development;

3 WHEREAS, Fairchild and AOS agree that Dr. Yilmaz should be formally prohibited from
4 disclosing any of Fairchild's Confidential Attorney Information to AOS;

5 WHEREAS, Fairchild contends that Dr. Yilmaz is under contractual, common law and
6 fiduciary obligations that prohibit him from disclosing any of Fairchild's Confidential Attorney
7 Information to AOS;

8 WHEREAS, AOS represents that it has previously instructed Dr. Yilmaz not "to discuss any
9 issues pertaining to the ongoing patent litigation [between AOS and Fairchild] with Alpha & Omega
10 or any of its agents and attorneys" and further represents that Dr. Yilmaz has not done so;

11 WHEREAS, AOS represents that AOS (including their officers, directors, attorneys,
12 employees, contractors, or other agents) has not sought, and will not seek, to obtain from Dr. Yilmaz
13 any Fairchild Confidential Attorney Information;

14 WHEREAS, AOS represents that Dr. Yilmaz has not directly or indirectly disclosed to AOS
15 (including their officers, directors, attorneys, employees, contractors, or other agents) any Fairchild
16 Confidential Attorney Information;

17 WHEREAS, Fairchild contends that any unauthorized disclosure of Fairchild's Confidential
18 Attorney Information will significantly and irreparably harm Fairchild and

19 WHEREAS, Fairchild and AOS agree that a protective order is necessary and appropriate to
20 safeguard any improper or inadvertent disclosure of Fairchild's Confidential Attorney Information;

21
22 IT IS HEREBY STIPULATED by and between the parties to this action through their designated
23 counsel that

24 1. Dr. Yilmaz is under a continuing obligation not to discuss or otherwise directly or
25 indirectly disclose to AOS (including any of their officers, directors, attorneys, employees,
26 contractors, or other agents) any Fairchild Confidential Attorney Information;

1 2. Dr. Yilmaz is under a further continuing obligation not to discuss with AOS or its
2 counsel any issues arising out of or directly relating to the pending litigation between Fairchild and
3 AOS;

4 3. AOS shall immediately upon entry of this Order provide Dr. Yilmaz with a copy of this
5 order, Dr. Yilmaz shall execute the form attached hereto as Exhibit A, signifying his agreement to be
6 bound by its provisions, within seven (7) days thereafter, and AOS shall provide a copy of the
7 executed form to Fairchild;

8 4. AOS shall not seek under any circumstances to obtain information pertaining to the
9 subjects listed in paragraph 1, above, from Dr. Yilmaz without the prior written consent of Fairchild or
10 entry of a court order permitting Dr. Yilmaz to disclose such information to AOS;

11 5. AOS shall inform Fairchild within five (5) business days if any provision of this Order
12 has been violated, whether through inadvertence, oversight, excusable neglect or otherwise, will
13 cooperate with Fairchild to return all improperly disclosed information, and to take all steps
14 reasonably necessary to prevent such information from being used against Fairchild's interests; and

15 6. This Court shall retain jurisdiction to enforce this Order.

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1 IT IS SO STIPULATED, THROUGH COUNSEL OF RECORD.

2 DATED: March 27, 2008

TOWNSEND AND TOWNSEND AND CREW LLP

3
4 By: /s/ Robert A. McFarlane

5 ERIC P. JACOBS
6 PETER GOLDSMITH
7 ROBERT A. McFARLANE
8 IGOR SHOIKET

Attorneys for Defendant, Counterclaimant and Plaintiff
FAIRCHILD SEMICONDUCTOR CORPORATION

8 DATED: March 27, 2008

MORGAN, LEWIS & BOCKIUS LLP

9
10 By: /s/ Brett M. Schuman

11 BRETT M. SCHUMAN
12 DANIEL JOHNSON, JR.
13 RITA E. TAUTKUS
14 ANDREW J. WU

Attorneys for Plaintiffs, Counterdefendants and
Defendants

14 ALPHA & OMEGA SEMICONDUCTOR, INC., and
15 ALPHA & OMEGA SEMICONDUCTOR, LTD.

16 DATED: March 27, 2008

NORTH BAY LAW GROUP

17
18 By: /s/ David S. Harris

DAVID S. HARRIS

19 901 Irwin Street

20 San Rafael, CA 94901

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22 Attorneys for Plaintiffs, Counterdefendants and
Defendants

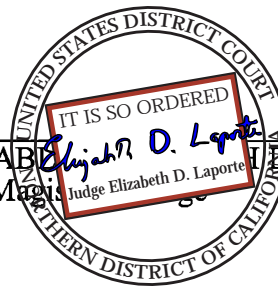
23 ALPHA & OMEGA SEMICONDUCTOR, INC., and
24 ALPHA & OMEGA SEMICONDUCTOR, LTD

25 Pursuant to Stipulation, it is so ORDERED.

26 Dated: April 1, 2008

By: _____

27 THE HONORABLE Elizabeth D. Laporte
28 United States Magistrate Judge Elizabeth D. Laporte



ATTESTATION PURSUANT TO GENERAL ORDER 45

I, Robert A. McFarlane, attest that concurrence in the filing of this document has been obtained from counsel for plaintiffs, counterdefendants and defendants. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 27th day of March, 2008, at San Francisco, California.

/s/ Robert A. McFarlane

ROBERT A. McFARLANE

CERTIFICATE OF SERVICE

[C.C.P. §§ 1011 and 1013, C.R.C. § 2008, F.R.C.P. Rule 5, F.R.A.P. 25]

I declare that I am employed in the City and County of San Francisco, California; I am over the age of 18 years and not a party to the within action; my business address is Two Embarcadero Center, Eighth Floor, San Francisco, California, 94111. On the date set forth below, I served a true and accurate copy of the document(s) entitled:

[PROPOSED] STIPULATED FURTHER PROTECTIVE ORDER

on the party(ies) in this action by placing said copy(ies) in a sealed envelope each addressed as follows:

David S. Harris
North Bay Law Group
901 Irwin Street
San Rafael, CA 94901

dsh@northbaylawgroup.com

Attorneys for Plaintiffs and Counterdefendants

☒ [By First Class Mail] I am readily familiar with my employer's practice for collecting and processing documents for mailing with the United States Postal Service. On the date listed herein, following ordinary business practice, I served the within document(s) at my place of business, by placing a true copy thereof, enclosed in a sealed envelope, with postage thereon fully prepaid, for collection and mailing with the United States Postal Service where it would be deposited with the United States Postal Service that same day in the ordinary course of business.

☐ [By Overnight Courier] I caused each envelope to be delivered by a commercial carrier service for overnight delivery to the offices of the addressee(s).

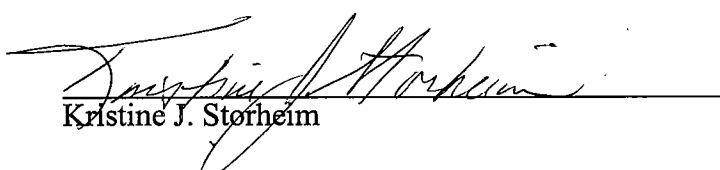
☐ [By Hand] I directed each envelope to the party(ies) so designated on the service list to be delivered by courier this date.

☐ [By Facsimile Transmission] I caused said document to be sent by facsimile transmission to the fax number indicated for the party(ies) listed above.

☐ [By Electronic Transmission] I caused said document to be sent by electronic transmission to the e-mail address(es) indicated for the party(ies) listed above.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed this date at San Francisco, California.

Dated: March 27, 2008 .


Kristine J. Storheim

61304127 v1

EXHIBIT A

1 TOWNSEND AND TOWNSEND AND CREW LLP
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28

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(Consolidated with Case No. C 07-2664 JSW)

**AGREEMENT TO BE BOUND BY
STIPULATED FURTHER PROTECTIVE
ORDER**

1 I have read the Stipulated Further Protective Order concerning the confidentiality of certain
2 information belonging to Fairchild Semiconductor Corporation. I understand that the Stipulated
3 Further Protective Order is a Court order designed to preserve the confidentiality of Fairchild's
4 confidential information described in that document. I also understand that the Protective Order
5 restricts the use and disclosure of the covered information to my present employer, Alpha & Omega
6 Semiconductor.

7 I agree to comply with all provisions of the Stipulated Further Protective Order, and I hereby
8 consent to the personal jurisdiction of the United States District Court, Northern District of California,
9 for any proceedings involving the enforcement of that Protective Order.

10
11
12 Dated: _____

Hamza Yilmaz